

SEP 26 '06

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 25, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Trust Indenture And Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4, dated as of September 26, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 being filed with the Board under Recordation Number 26572.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Owner Trustee: Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

884 railcars: FURX 340000 – FURX 340124, FURX 962780 – FURX 962803, DEEX 60001 – DEEX 60466, DEEX 60467 – DEEX 60600 and RWSX 6001 – RWSX 6135.

A short summary of the document to appear in the index is:

Memorandum Of Trust Indenture, Security Agreement And Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2,
TRUST INDENTURE SUPPLEMENT NO. 3 AND TRUST INDENTURE SUPPLEMENT NO. 4
(Surface Transportation Board)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3 AND TRUST INDENTURE SUPPLEMENT NO. 4 dated September 26, 2006 (this "Memorandum"), is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedules 1, 2, 3 & 4 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement, that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4, each dated September 26 2006, between Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to Indenture Trustee a security interest in that certain Equipment Lease Agreement (FURC Trust No. 2006-2A), that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 relating to the Equipment, each dated September 26, 2006, between Owner Trustee, as Lessor, and First Union Rail Corporation, as Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not individually but solely as Owner
Trustee

By: [Signature]
Name: JON CROASMUN
Title: ASSISTANT VICE PRESIDENT

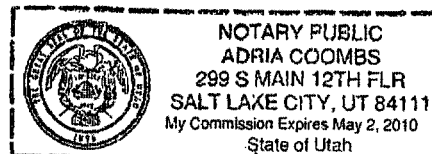
STATE OF Utah)
COUNTY OF Salt Lake) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of September, 2006 by Jon Croasmun, as Assistant Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.

[Signature: Adria Coombs]
Notary Public

My commission expires: _____

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually
but solely as Indenture Trustee

By: Robert J. Perkins
Name: Robert J. Perkins
Title: Sr Financial Services Officer

STATE OF Delaware
COUNTY OF New Castle ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 19 day of September, 2006 by Robert J. Perkins, as **Sr. Financial Services Officer** of Wilmington Trust Company, not individually but solely as Indenture Trustee.

Bethany J. Taylor
Notary Public

My commission expires: _____

[Notarial Seal]

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

Schedule 1

Description of Equipment under Lease Supplement No. 1

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
A	Gondolas, 115-ton, 2400 cu. ft., 286,000 lb. GRL (E134)	FURX340000- FURX340124	125	National Steel Car Limited

Schedule 2

Description of Equipment under Lease Supplement No. 2

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
B	Gondolas, 4520 cu. ft., Aluminum BethGon® II, rotary dump 286,000 lb. GRL (J311)	DEEX060001- DEEX060466	466	Freight Car America, Inc.

Schedule 3

Description of Equipment under Lease Supplement No. 3

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
C	Gondolas, 4520 cu. ft., Aluminum BethGon® II, rotary dump 286,000 lb. GRL (J311)	DEEX060467- DEEX060600 FURX962780- FURX962803	158	Freight Car America, Inc.

Schedule 4

Description of Equipment under Lease Supplement No. 4

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
D	Open Hoppers, 4200 cu. ft., 286,000 lb. GRL, Aluminum AutoFlood III™, rotary, rapid discharge (K341)	RWSX006001- RWSX006135	135	Freight Car America, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/25/06



Robert W. Alvord